

CONSTITUTION

ARTICLE I - TITLE

The name of the organization shall be the Society for Maternal-Fetal Medicine (SMFM), Incorporated.

ARTICLE II - INCORPORATION

The organization shall be incorporated. The SMFM has been formed under the laws of the State of Texas as a non-profit corporation. No part of the net earnings of the Society shall benefit any private member, director, officer, or other individual; provided, however, that the Society may pay reasonable compensation for services rendered and reimbursement for expenses incurred.

ARTICLE III - OBJECTIVES

The SMFM is a Society of physicians and scientists who are dedicated to the optimization of pregnancy and perinatal outcomes. Our objective is to lead the global advancement of women and children's health through pregnancy care, research, advocacy and education. We dedicate ourselves to improving maternal and child outcomes, raising the standards for the prevention, diagnosis, and treatment of maternal and fetal disease through:

- Support for the clinical practice of MFM
- Research
- Education/training
- Advocacy
- Health policy leadership

ARTICLE IV - MEMBERSHIP

Membership shall be open to all persons interested in MFM as specified by the Bylaws.

ARTICLE V - AMENDMENTS

SECTION 1

The Constitution, Bylaws, and Articles of Incorporation may be amended as specified by the Bylaws.

SECTION 2

Proposed amendments to the Constitution, Bylaws, and Articles of Incorporation must be presented in writing and distributed to the entire membership at least 60 days prior to the meeting at which they are to be considered. Proposed amendments shall be discussed at a regular or special meeting. The Constitution, Bylaws, and Articles of Incorporation may be amended by a majority affirmative vote of the Regular and Emeritus membership at the Annual Meeting or by a majority affirmative vote of the Regular membership by electronic means.

SECTION 3

Amendments may be proposed by 30% of the Board of Directors, by a Standing or Ad-hoc Committee, or by 30% of the voting members of the Society.

Proposed amendments to the Constitution, Bylaws, and Articles of Incorporation must be presented in writing and distributed to the voting membership at least 60 days prior to the time at which they are to be considered. Proposed amendments shall be explained to the voting membership by webinar or other special forum. The Constitution, Bylaws, and Articles of Incorporation may be amended by a majority affirmative vote of the voting membership at the Annual Meeting or by a majority affirmative vote of the voting members by electronic means.

Proposed amendments are to be submitted to the Membership and Bylaws Committee for distribution to the membership. The Membership and Bylaws Committee will review the Bylaws twice a year, prior to the interim board meeting and the annual board meeting, with amendments and changes distributed to the Full Board at least 10 days prior to either meeting. The proposed amendments and changes shall be discussed and voted on by the Full Board at either meeting.

BYLAWS

All applicants for membership shall complete a Membership Application. The organization shall allow for the following classes of membership:

- Regular
- Associate
- Fellow
- Allied Affiliate
- Resident
- Practice Professional
- Student
- Honorary
- Emeritus

The Membership and Bylaws Committee shall recommend membership classes and the criteria for each to the Board of Directors for approval. The Membership and Bylaws Committee shall maintain a document entitled "SMFM Classes of Membership" that lists all available membership types and requirements for application, renewal, and if applicable, annual dues.

SECTION 1 Membership

(a) Any qualified individual may apply for membership. Applicants must meet the criteria for the class for which they apply and must submit a completed application form and corresponding dues payment, if any, at the time of the application. In certain cases, additional documentation of training may be requested.

(b) Honorary members shall be chosen by the President of the Society and approved by the Executive Committee.

(c) Criteria for exclusion from membership in the Society shall include:

- i) Prior sanction or revocation of membership by/from any national certifying or licensing

body related to the applicant's medical or scientific discipline, including the American Board of Obstetrics and Gynecology (ABOG),

OR

- ii) A finding of scientific misconduct or violation of ethical standards by any regional, national, or international governmental, academic or scientific institution or body, including the American College of Obstetricians and Gynecologists (ACOG),

OR

- iii) Revocation, restriction or limitation of a prior or current license to practice medicine in their area of current practice (applicable to physician members only).

Applicants for membership will attest, in their membership application, whether they meet any of these criteria, and their understanding that such criteria may be considered grounds for exclusion from the Society.

SECTION 2 Annual Renewal of Membership (a) All categories of membership, with the exception of Honorary and Emeritus members, are subject to annual renewal.

(b) Annual membership renewal is contingent upon continued eligibility for membership in that category.

(d) At the time of application for annual renewal of membership, each member will attest that they continue to meet the criteria for their membership category.

(e) At the time of application for annual renewal of membership, each member will attest to the fact that:

- i) They have not been sanctioned or had their membership revoked by any national certifying or licensing body related to their medical or scientific discipline, including the American Board of Obstetrics and Gynecology (ACOG), since their most recent renewal of membership,

AND

- ii) They have had no finding of scientific misconduct or violation of ethical standards against them by any governmental, academic or scientific regional, national, or international institution or body, including the American College of Obstetricians and Gynecologists, since their most recent renewal of membership,

AND

- iii) They have not had revoked, and currently have no restriction or limitation on any license to practice medicine in their area of current practice since their most recent renewal of membership (applicable to physician members only).

Each renewing member will affirm their understanding that such criteria may be considered grounds for rejection of their annual reapplication for membership within the Society.

SECTION 3 Termination or Removal

(a) Any member may resign from the organization by giving notice to the Secretary-Treasurer of the organization.

(b) The membership of any member involved in conduct detrimental to the organization or profession may be revoked. Notice of such revocation shall be given to the to the last known address and/or contact information shown on the records of the organization.

(c) Applicants for membership or renewal of membership who meet the criteria for exclusion for membership in Sections 2 or 3 above shall not be admitted to membership or shall have their membership revoked. Any such person may appeal the denial or revocation of membership to the Membership and Bylaws Committee of the Board of Directors. The Membership and Bylaws Committee shall make a recommendation regarding membership to the full Board of Directors. The full Board of Directors shall render the final vote on any such appeal by majority vote.

(d) The membership of any member who fails to pay prescribed dues within 90 days of receipt of notice shall be revoked. A second notice will be sent stating the termination policy if dues are delinquent 60 days.

(e) Any member removed from membership under Section 3 (a) or (d) may be reconsidered for membership by submission of a simple letter of intent. Such request will be presented to the Membership and Bylaws Committee and Board of Directors for approval, as in Section 2. Any unpaid dues will be due at this time.

(f) Any member removed under Section 4 (b) or (c) may be reconsidered for membership upon withdrawal of sanctions, the finding of scientific misconduct, or license restriction by submission of a letter of confirmation by the governing institution or body. Such request will be presented to the Membership and Bylaws Committee which shall make a recommendation to the Board of Directors for approval of their reinstatement of membership.

ARTICLE I - BOARD OF DIRECTORS

SECTION 1

The affairs of the organization shall be managed by its Board of Directors.

SECTION 2

The number of Directors, excluding officers and ex-officio members, shall be no more than twelve (12).

SECTION 3 Tenure

(a) Directors shall be elected for a single term of three (3) years.

(b) The Immediate Past President shall be a voting member of the Board of Directors.

(c) Tenure of office shall coincide with the organization's Annual Meeting; tenure of Board members and officers begins on the Friday of the Annual Meeting at 5 pm local time.

SECTION 4 Nomination and Election

The Board of Directors shall be elected from the Regular and Emeritus members of the organization. Each Regular member shall be eligible for election to the Board of Directors.

(a) A call for Board member nominations will be issued by the Board on an annual basis. The call for nominations will be announced by e-mail and web-posting before each annual meeting and at each annual business meeting of the Society.

(b) Nominations for election to the Board shall be made in writing by any member of the organization. The nomination process will be open until before the Interim Meeting of the Board of Directors.

(c) Nominees will be asked by staff members of the Society if they will be willing to serve and be willing to sign the Conflict of Interest Statement of the Society.

(d) A biosketch will be provided for each nominee, including relevant information and a personal statement for Nomination Committee to review to select a nominee slate, no fewer than 6 and up to 8 individuals, representing the age/gender/affiliation/region vacancies present on Board.

(e) A final list of nominees and their qualifications will be distributed to the Board members at least 30 days prior to the Interim Meeting of the Board of Directors.

(f) The Nominating Committee members shall be appointed by the President each year and consist of: The Immediate Past President who will Chair the Committee; one additional member of the EC, two current Board members, two former Board members and two Regular members who have not served on the Board.

(g) The Board of Directors shall distribute ballots containing the names of the slate of, up to 8, Board nominees to the entire Regular membership at least 90 days prior to the annual meeting of the organization. Ballots are due 60 days prior to the annual meeting, and the top 3 voted

will be named to the Board. The 4th will be chosen from the remaining candidates on the slate by the Executive Committee.

SECTION 5 Ex-officio representatives

(a) The Board of Directors shall include ex-officio representatives from the American College of Obstetricians and Gynecologists (ACOG), the National Institutes of Health (NIH), the Foundation for SMFM, Perinatal Quality Foundation, and the American Board of Obstetrics and Gynecology (ABOG) as well as, two Associate member representatives.

(b) The ex-officio representative from ACOG will be a member of the ACOG Executive Board nominated by ACOG and elected by the Society's Board of Directors. This member will be elected for a term of two years and will a non-voting member of the Board. The ex-officio representative from ACOG is not required to be a Regular member of the Society.

(c) The ex-officio representative from NIH will be nominated by the Director of the NICHD and elected by the Society's Board of Directors to a three-year term. This representative will be a non-voting member of the Board of Directors and is not required to be a Regular member of the Society.

(d) The ex-officio representative from the Foundation for SMFM will be nominated by Board of that Foundation and elected by the Society's Board of Directors. This representative will be a non-voting member of the Board of Directors and shall be a Regular member of the Society.

(e) The ex-officio representative from the Perinatal Quality Foundation (PQF) will be nominated by PQF. This representative will be a non-voting member of the Board of Directors and is required to be a Regular member of the Society.

(f) The ex-officio representative from the American Board of Obstetrics and Gynecology will be the Executive Director of ABOG. The ex-officio representative from ABOG will be a non-voting member is not required to be a Regular member of the Society.

(g) The ex officio representatives for the Associate membership shall be elected by the Associate membership at the Annual meeting of the Society. Upon approval of the Board of Directors, the Associate member representative will serve a two-year term to begin at the interim meeting of the Board of Directors. This representative will be a non-voting member of the Board of Directors and shall be an Associate member of the Society in good standing at the time of election.

SECTION 6 Vacancies

In the event of a vacancy occurring on the Board of Directors by death, resignation, or removal, the remaining Directors shall be empowered to fill such vacancy until the next Annual Meeting of the organization, at which time nominations for a successor Director shall be made to the membership of the organization and an election carried out as provided in Article I, Section 4. Election of a Board Member as an officer will not be considered as creating a vacancy.

SECTION 7 Re-Election

No person who has completed a three (3) year term on the Board shall be voted to a successive term on the Board until a lapse of one (1) year has occurred from the conclusion of his/her previous term.

SECTION 8 Meetings

The Board of Directors shall meet annually at a time proximate to the Annual Meeting of the organization, and at an Interim Meeting. The Board shall also meet at such other times as may be deemed necessary by the President or by any three (3) Directors requesting such meeting.

SECTION 9 Compensation

No person shall receive compensation to serve as a Director of the organization.

SECTION 10 Conflict of Interest

(a) Each member of the Board of Directors will sign, annually, a statement delineating potential financial conflicts of interest to the functions of the SMFM. Any such disclosure shall be documented.

(b) A Board member with a direct financial interest will refrain from voting upon matters in which he/she has such interest. Upon becoming aware of a potential conflict of interest, the Board member shall disclose the existence of the potential conflict. The Board Member will withdraw from further discussions regarding the issue and will refrain from voting on the matter. Any such disclosure/withdrawal shall be documented in the minutes of the meeting.

ARTICLE II - OFFICERS OF THE EXECUTIVE COMMITTEE

SECTION 1 Officers

The officers of the organization shall be the President, Vice President/President Elect, Secretary-Treasurer, Assistant Secretary-Treasurer, Immediate Past President and Chief Executive Officer (ex officio).

SECTION 2 Term of Office

The term of office shall be one (1) year for the President; one (1) year for the Vice President/President-Elect; one (1) year for Secretary-Treasurer; one (1) year for the Assistant Secretary-Treasurer; and one (1) year for Immediate Past President.

SECTION 3 Election

The officers of the organization (President, Vice President/President-Elect, Secretary-Treasurer, and Assistant Secretary-Treasurer) shall be elected by the Board of Directors at the Annual Meeting. Each officer shall be/have been a member of the Board of Directors.

SECTION 4 Nominating Committee to elect Officers of the Executive Committee

The Nominating Committee will consist of the current President, the Immediate Past President,

and the President Elect. The nominating committee will solicit nominees from current/former Board members for all open officer positions and select a slate from the list of eligible candidates prior to the Annual Board Meeting. The slate will be presented to the Board at the Annual Board Meeting.

SECTION 5 Vacancies

In the event of death, resignation, or removal of any officer, the President shall appoint a replacement from the Board until the next regular meeting of the Board. In the event of death, resignation, or removal of the President, the Vice President/President-Elect shall assume the duties of the President.

SECTION 6 Duties of the President.

The President shall be the principal executive officer of the organization and of the Board of Directors. He/she shall enforce all rules and regulations of the organization and shall control and manage the business affairs, properties, and facilities of the organization under general supervision of the Board of Directors. The President, with the Secretary-Treasurer, shall execute on behalf of the organization and Board all contracts, deeds, mortgages, deeds of trust, notes, bonds, or other instruments when authorized by the Board of Directors, except in cases wherein the signing and execution thereof shall be delegated expressly by the Board or by these Bylaws or by some statute to some other officer or agent of the organization. At each Annual Meeting of the organization, the President shall report to the membership the affairs, activities, and condition of the organization for the preceding year.

SECTION 7 Duties of the Vice President/President-Elect

The Vice President/President-Elect shall serve as an aide to the President and shall perform the duties of the President, as prescribed in Article II, Section 6 in the event of the President's absence, inability, or refusal to act. In the event of death, resignation, or removal of the President, the Vice President/President-Elect shall assume the duties of the President as prescribed in Article II, Section 5. Upon election by the Board of Directors, the Vice President/President-Elect will assume the office of the President for the following year.

SECTION 8 Duties of the Secretary-Treasurer

The Secretary-Treasurer shall keep the minutes of the meetings of the membership and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the records of the organization, and perform other such duties as may be assigned to him/her by the President or Board of Directors. The books and records of the Secretary-Treasurer shall be open for examination by the membership at all reasonable times. The Secretary-Treasurer shall be bonded, if required by law, the premium for said bond to be paid by the organization.

SECTION 9 Duties of the Assistant Secretary-Treasurer

The Assistant Secretary-Treasurer shall assist the Secretary-Treasurer in carrying out the duties of the Secretary-Treasurer. The Assistant Secretary-Treasurer shall be bonded, if required by law, the premium for said bond to be paid by the organization.

SECTION 10 Compensation of Officers

The President, Vice President/President-Elect, Secretary-Treasurer, Assistant Secretary-Treasurer and Immediate Past President shall not receive compensation to serve as officers of the organization.

SECTION 11 Chief Executive Officer (CEO)

The Chief Executive Officer is chosen by a Committee designated by the Board of Directors and is a paid employee of the SMFM. The Chief Executive Officer will work directly with the President, Officers and Board of Directors to implement and carry forth policies and programs set by the Board of Directors and Executive Committee.

ARTICLE III - MEETINGS

SECTION 1 Annual Meeting

The organization shall hold an Annual Meeting at a time and place selected by the Board of Directors.

SECTION 2 Inclusions

The Annual Meeting of the organization shall include scientific and educational sessions and a Board of Directors meeting.

SECTION 3 Special Meetings of the Membership

Special meetings of the membership shall be called upon the request of the Board of Directors or upon written request of 30% of the Regular members of the organization, with such requests specifying the purpose of any special meeting. Notification of the purpose, place, and time of any such special meeting must be mailed at least 30 days in advance of such meeting to each member of the organization at the last known contact information, as shown on the records of the organization.

SECTION 4 Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President or by any three (3) Directors. Notification of the purpose, place, and time of any such special meeting must be mailed to each Director at least 30 days in advance of such meeting. Members of the Board of Directors shall be reimbursed for travel to special meetings of the Board of Directors, if such a meeting is not held in conjunction with another meeting to which the Board Member is scheduled to attend.

SECTION 5 Unusual Situations

At the discretion of the President and in a situation of unusual urgency, business affairs of the organization may be conducted by the Board of Directors by phone or electronic ballot. In such circumstances, each Director must be contacted and given ample time to respond with his/her opinion or vote.

SECTION 6 Quorum

(a) A quorum will be established by the Secretary-Treasurer of the Society.

(b) A majority of the Directors shall constitute a quorum at any annual or special meeting of the Board of Directors.

ARTICLE IV - VOTING

SECTION 1 Members

Each Regular and Emeritus member of the organization shall be entitled to one (1) vote on each matter of business or election.

SECTION 2 Directors

Each Director who is in attendance at any annual or special meeting of the Board of Directors shall be entitled to one (1) vote on each matter of business or election coming before that meeting.

ARTICLE V - COMMITTEES

SECTION 1 Standing Committees

Executive Committee

Finance Committee

Nominating Committee

Membership and Bylaws Committee

Audit Committee

Program Committee

All other committees will be known as ad-hoc committees.

SECTION 2 Chairs of Committees

Purpose: To define a process for selection of SMFM committee leadership.

Procedure:

- 1) As a Chairperson completes his/her term, he/she will evaluate the contribution and leadership qualities of the committee members and recommend a successor to the Chief Executive Officer. The chairperson and the CEO will make a joint recommendation to the President, who has final authority and will make the appointment.
- 2) The chairperson, supported by the CEO and SMFM staff, is responsible for leading the committee to meet the goals and objectives as presented and approved by the Board of Directors.
- 3) The term of the chairperson is three (3) years. This does not include years of prior membership in the committee. The SMFM Executive Committee must approve any change in term. Generally, a chairperson will serve only one term, but reappointment to a second term may be considered only under special circumstances. The Chairperson will remain for one year after her/his term, as Past Chair.

SECTION 3 Committee Membership

Committee membership on each of the ad hoc Committees shall be designated by the Chair of each committee with the approval of the Board of Directors. To avoid any potential conflict of interest, however, the following committees should not include members affiliated with a business or industry that may derive financial benefit from policies or recommendations.

- Risk Management
- Publications
- Guidelines

SECTION 4 Committee Membership Appointments

Committee membership appointment shall be for a term of three (3) years. Elections to Committees should occur democratically within the committee. As through the SMFM websites members are allowed to volunteer for committee work, lists will be generated listing all volunteers within the past year. Committees are encouraged to democratically vote new members from these lists of volunteers. Committee Chairs and/or members may be re-appointed for successive terms only under special circumstances.

As necessary, committees are also encouraged to form subcommittees, for specific tasks. These can include also non-members of the committee, nominated for their special expertise. Excellent work in subcommittees can be a great springboard for formal election to full committee membership. Similarly, excellent committee member work is regarded as a great springboard for election to the Board.

SECTION 5 Authorization

Each of the standing and ad hoc committees is authorized to formulate such rules and regulations as are deemed advisable, necessary, or helpful in promoting the activities under its supervision, provided such rules and regulations shall become effective only after submission to and approval by the Board of Directors. Such specific committee rules and regulations should be maintained in a committee Manual, which is to be reviewed by the Committee, by the Board, and by the CEO at least on an annual basis (December 31). Each committee chair has to also submit a Progress Report and an updated Manual, twice a year to the Society, in general by the end of the calendar year (December 31), and by June 30, for review by SMFM Board and CEO.

SECTION 6 New Committees

A new ad-hoc committee can be proposed by any member of the Board of Directors. The proposal should include description, purpose, goals, composition, resources needed, and unique need for a new committee. The proposal is to be submitted to the Executive Committee for initial review. If initial review is favorable, then the proposal is presented for consideration and approval by the full Board of Directors.

SECTION 7 Executive Committee

There shall be an Executive Committee made up of officers of the Board of Directors and the

Chief Executive Officer (ex officio). The President will schedule meetings of the Executive Committee as needed, in general monthly and will consider relevant issues deemed necessary by the President.

SECTION 8 Liaison Representatives

The Board will name representatives of the Society as liaisons to other organizations and societies, as deemed necessary and appropriate. Representatives will be from the general membership or from the Board of Directors of the Society.

ARTICLE VI - FEES

SECTION 1

Dues shall be determined by the Board of Directors.

SECTION 2

Dues shall become due and payable on the first day of July of each year.

ARTICLE VII - FISCAL YEAR

SECTION 1

The fiscal year of the organization shall begin with the first day of January and end on the 31st day of December.

ARTICLE VIII - INDEMNIFICATION

SECTION 1

Each director and officer of the SMFM whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any transaction, action, suit, or proceeding in which he/she may be involved, and to which he or she may be a party by reasons of being or having been a director or officer of this said corporation, and this corporation is authorized to make such expenditures of money, when and if the occasion arises, to carry out the intent and purpose of this Bylaw.